

**BYLAWS
OF THE
CENTRAL BEAVERTON NEIGHBORHOOD ASSOCIATION COMMITTEE**
(Amended October 21, 1999)
(Amended: March 6, 2006)

Section 1. Name. The name of the organization shall be the "Central Beaverton Neighborhood Association Committee" hereinafter referred to as CBNAC. The CBNAC is a Public Benefit nonprofit Oregon Corporation for civic and educational purposes. Oregon Department of Justice registration number: 118864-88. Federal tax id number: 93-0973024. *[The CBNAC is tax exempt under the Internal Revenue Code § 501 (c)(3).]

*This sentence to be added when tax exempt status is obtained.

Section 2. Purpose. The purpose of the CBNAC is to act in an advisory role to the Council and administration of the City of Beaverton on matters of importance to the CBNAC or the City and to provide a forum for the involvement and participation for the greatest number of citizens with a wide diversity of viewpoints which should lead to better solutions of problems and concerns at the neighborhood level as well as providing information and evidence to aid the Council and administration in decision making. The CBNAC's activities are civic and educational. Its goals are as follows:

- A. To create avenues of communication between the members of the CBNAC and the public and private entities serving the area;
- B. To bring about maximum exposure of ideas and plans that are formulated for central Beaverton, such as development proposals, and to provide opportunities for input to the City through such avenues as the Mayor, City Council, City Commissions and staff of the City of Beaverton;
- C. To inform the residents, businesses, and organizations in central Beaverton of the objectives and programs of the CBNAC and to encourage participation in CBNAC efforts and activities;
- D. To encourage, preserve, and enhance the aesthetic and cultural values and diversity of central Beaverton; and
- E. To encourage and assist other civic groups and organizations in the City of Beaverton.
- F. The CBNAC may accumulate income to carry out its purposes through such sources as: (1) voluntary contributions; (2) projects; and (3) grants. The CBNAC may use its funds for charitable and educational purposes. Examples of such purposes are:
 - A. To further its projects;
 - B. To provide matching funds for grants for the Association's projects;
 - C. To provide funds for community improvement projects;
 - D. To contribute to other charitable organizations; and
 - E. To support civic events.

This list shall not be construed to limit use of the CBNAC's funds for any purpose that supports the civic and educational goals of the CBNAC. The CBNAC shall not carry on any activities not permitted to an organization exempt from federal income tax under the Internal Revenue Code § 501 (c)(3)

Section 3. Boundaries. The boundaries are those adopted by Council resolution as described and set forth on Attachment A (map). CBNAC may request that the City Council approve boundary changes under the process set out in City Code following by vote of the CBNAC Board.

Section 4. General Members

- A. Any resident, property owner, representative of a commercial property owner, a person an organization whose principal place of business is within the boundaries of CBNAC who is over the age of eighteen (18) shall be considered a general member.

- B. Membership or participation shall not be conditioned in any way upon the requirement of the payment of dues or fees.
- C. Membership shall not be limited by race, creed, color, sex, national origin, income, or other status protected by federal, state or local government.

Section 5. Board Members

- A. The board of directors of the CBNAC shall be called the Board.
- B. The purpose of the Board is to provide a manageable organization to meet the CBNAC's objectives.
- C. The maximum number of Board members shall be twenty (20) plus one (1) student representative.
- D. Any general member who has attended three (3) *of the last four* (4) consecutive meetings may be elected to fill a vacancy on the Board. Any general member who has attended three (3) *of the last four* (4) consecutive regular monthly meetings may request or be nominated for Board membership at or after his or her third consecutive meeting. At that meeting, the Board shall vote on the membership request. A majority vote of the Board shall be required to approve the request.
- E. The Board's membership should be broadly representative of the geographic area. The minimum age for CBNAC membership shall be waived for one high school student government representative who lives within the boundaries of the CBNAC and who has been appointed by his or her high school to serve on the Board.
- F. No commercial property owner, business licensee or other organization shall have more than one (1) representative as a Board member. No more than twenty-five percent (25%) of the Board members shall be representatives of commercial property owners or persons or organizations who do business but do not reside within the boundaries of the CBNAC.
- G. Forfeiture of Board membership shall occur as a result of either the member's unexcused absence from three (3) consecutive Board meetings or fifty percent (50%) or more of all regular monthly meetings within any continuous twelve (12) month period. A Board member who forfeits Board membership reverts to a general member until the attendance and election requirements of Board membership are met.
- H. A current list of the names and addressees of all Board members, for the purpose of determining a quorum, shall be kept by the Board's recorder and submitted by the Board Chair for the Mayor's or designate's file.

Section 6. Officers

- A. At the November meeting following the October general membership meeting, the Board shall nominate officers. The highest ranking officer from the current year shall preside. If all offices are vacant, the Board shall select one of its members to conduct the meetings until the new officers take office.
- B. At the December meeting, the Board shall elect a Chair, Vice Chair, Recorder, and Treasurer by majority vote of the Board. Newly elected officers shall take office at the first meeting in January of the following year.
- C. Board officers shall be elected to serve a one year term. Any officer may be elected to an additional one year term. No member may serve as Chair or Vice Chair for more than two consecutive terms in the same office. A minimum of a one year break between terms is required after serving two terms as Chair or Vice Chair. Term limits shall not apply to the offices of Recorder or Treasurer. The Chair, Vice Chair, Recorder, and Treasurer shall not be the same person at any given time.
- D. A vacancy of any Board office shall be filled no earlier than the first regular meeting of the Board following the vacancy, and not sooner than the second regular monthly meeting of the Board, by majority vote of the Board.

- E. The Board may elect or appoint other officers or subcommittees, as it shall deem necessary and desirable. Other officers and subcommittee members shall hold their offices for such terms, have such authority, and perform such duties as shall be determined by the Board.
- F. The Chair shall conduct all Board meetings, provide an agenda for each meeting based on recommendations from the Board members, shall see that all resolutions of the Board are carried into effect and submitted to the Mayor, or designate within seven (7) days.
- G. The Vice Chair shall perform the Chair's duties whenever the Chair is absent or unable to conduct the meeting.
- H. The Recorder shall have the responsibility for providing written minutes of the proceedings and attendance records of each meeting of the Board. The Recorder shall publish the agenda of all CBNAC meetings that are subject to the requirements of Oregon Public Meetings Law.
- I. The Treasurer shall account for all CBNAC funds and shall present quarterly reports to the Board at the regular meetings. The Treasurer shall present additional reports to inform the Board of disbursements authorized under § 6J and seek Board ratification where necessary. The Treasurer shall file all required State and Federal reports, such as Charitable Trust and Corporation Annual Reports in a timely manner. The Treasurer and/or the Chair are authorized to sign checks. The CBNAC books shall be open for examination by any member of the Board on reasonable notice to the Treasurer.
- J. Funds may be disbursed only to further the CBNAC purposes. Amounts greater than one hundred dollars (\$100.00) shall be disbursed by a majority vote of the Board. In an emergency, the Chair or Treasurer may authorize disbursement of amounts greater than one hundred dollars (\$100.00) and shall request ratification of such expenditures at the next Board meeting. Emergency expenditures of amounts less than one hundred dollars (\$100.00) shall be ratified by acceptance of the Treasurer's report.
- K. The Board can take no official action on behalf of the CBNAC without a majority vote of the Board.

Section 7. Representatives

- A. The Board may elect members to represent the Board at other bodies. Representatives shall report to the board at least quarterly. A representative's term shall be one (1) year.
- B. The Board shall elect a representative to the Beaverton Committee for Citizen Involvement (BCCI). The BCCI representative shall report BCCI activities to the Board at each regular monthly meeting.

Section 8. Meetings

- A. An annual general membership meeting shall be held each October as the CBNAC regular monthly meeting. The purpose of this annual meeting shall be to report to the general membership and to elect the Board members for the following year. A general membership meeting shall be held on any matter on which the CBNAC acts in an advisory capacity to the City Council or to the Planning Commission or other advisory body to the City Council, including but not limited to action by the CBNAC on a pending application to the City for a land use permit or land use decision. Copies of these bylaws shall be available at the annual meeting.
- B. Published notice of a CBNAC general membership meeting shall be in accordance with the Oregon Public Meeting and Record Laws.
- C. Any general CBNAC member may petition the Board to hold a general meeting. The petition shall be in writing and state the purpose of the meeting. The Board may call a general meeting on its own initiative by majority vote. Notification shall be provided as in § 8B.
- D. Regular and special Board meetings shall be held at a time and place to be determined by the Board, but at least monthly.

- E. A quorum at a Board meeting shall be one-half (1/12) of all the Board members. No vote shall be taken on any matter before the Board that requires a vote without a quorum of the Board present
- F. Notification and agenda for each regular monthly Board meeting and the minutes of the previous regular monthly Board meeting shall be sent to the Mayor or designate and each Board member by mail as outlined in the NAC Leadership Handbook .
- G. Written minutes shall be kept of all meetings. The minutes shall also reflect the minority opinion on any action taken. Copies of the minutes and attendance roster shall be forwarded to the Mayor or designate as outlined in the NAC Leadership Handbook .

Section 9. Voting

- A. Each Board member has one vote. Resolutions or other actions of the Board shall require a majority vote. The majority vote shall be binding on all actions and resolutions.
- B. An advisory vote may be requested by the general membership in attendance at a meeting of the Board on any issue before the Board. An advisory vote is nonbinding on the Board and the CBNAC.

Section 10. Procedures

- A. Robert's Rules of Order shall determine all questions of procedure at meetings.
- B. Oregon Public Meeting Laws shall be observed at all Board meetings and at select general membership meetings as per Section 8A above.
- C. No member of the CBNAC may make a representation or act on behalf of the CBNAC on matters except as authorized by the CBNAC within the guidelines of CBNAC bylaws.

Section 11. Amendments to the Bylaws - Operating Rules

- A. These bylaws may be amended or repealed, and new bylaws adopted by a two-third's (2/3) vote of the Board.
- B. Changes to these bylaws may be proposed by any member of the CBNAC. The Board shall receive, review and act upon such proposed changes in accordance with § I IA. Any action to amend the bylaws shall include the exact wording of any proposed changes or additions and shall be sent to all Board members and the Mayor or designate.
- C. Amendments become effective immediately upon adoption by the Board following review and approval of the City Attorney for conformance to the requirements of City Code.
- D. From time to time, other operating rules may be adopted by a majority of a quorum of Board members. Such rules shall be in writing and filed with the bylaws.

Section 12. Dissolution In the event that the CBNAC is dissolved, after providing for any outstanding obligation of the CBNAC, any funds remaining in the treasury of the CBNAC shall be given to the City of Beaverton and designated to be used to forward similar civic and educational purposes as determined by the Mayor or designate.

In witness whereof, we have hereunto subscribed our names this ____ day of _____, 2006

Darla King, Chair

Tulio Larrinaga, Vice Chair

Vern Williams, Recorder

Rita McCormick, Treasurer

History: Adopted: May, 1987, Amended: February 1, 1996, Amended: September 18, 1997, Amended October 21, 1999, Amended March 6, 2006